THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Come Sure Group (Holdings) Limited (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

(1) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES, (2) RETIREMENT OF RETIRING DIRECTORS AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "**AGM**") of Come Sure Group (Holdings) Limited to be held on 2 September 2025 (Tuesday) at 10:00 a.m. at 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong is set out on pages 14 to 19 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 31 August 2025 (Sunday) at 10:00 a.m.) before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

There will be NO distribution of corporate gift or refreshment at the AGM.

* *for identification purpose only*

29 July 2025

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held on 2 September 2025 (Tuesday) at 10:00 a.m. at 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong;
"Articles"	the articles of association of the Company;
"Audit Committee"	the audit committee of the Company;
"Board"	the board of Directors;
"Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares set out as resolution no. 5 in the Notice of the AGM;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"CHONG Family Trust"	an irrevocable discretionary trust set up by Mr. CHONG Kam Chau as settlor and HSBC International Trustee Limited as trustee on 2 February 2009. The beneficiaries of which include Mr. CHONG Kam Chau, Ms. CHAN Po Ting, Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam and Mr. CHONG Kam Shing, who is the son of Mr. CHONG Wa Pan. Ms. CHAN Po Ting is the spouse of Mr. CHONG Kam Chau whereas Mr. CHONG Wa Pan, Mr. CHONG Wa Ching and Mr. CHONG Wa Lam are the sons of Mr. CHONG Kam Chau;
"close associates"	has the same meaning described thereto under the Listing Rules;
"Company"	Come Sure Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"Controlling Shareholder(s)"	has the same meaning described thereto under the Listing Rules;
"core connected person"	has the same meaning described thereto under the Listing Rules;
"Director(s)"	the director or directors of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares (including any sale and transfer of treasury shares out of treasury) set out as resolution no. 4 in the Notice of the AGM;
"Latest Practicable Date"	22 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Memorandum"	the memorandum of association of the Company;
"Nomination Committee"	the nomination committee of the Company;
"Notice of the AGM"	the notice convening the AGM set out on pages 14 to 19 of this circular;
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company;
"Shareholder(s)"	holder(s) of (a) Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Substantial Shareholder(s)"	has the same meaning described thereto under the Listing Rules;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs;
"treasury shares"	has the same meaning described thereto under the Listing Rules; and
"%"	per cent.

COME SURE GROUP (HOLDINGS) LIMITED
錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

Executive Directors:
Mr. CHONG Kam Chau *(Chairman)*
Mr. CHONG Wa Pan
(Chief Executive Officer and President)
Mr. CHONG Wa Ching

Independent non-executive Directors:
Ms. TSUI Pui Man
Mr. LAW Tze Lun
Mr. CHEUNG Wang Ip

Registered Office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Units 8–10, 8th Floor
Cornell Centre
50 Wing Tai Road
Chai Wan
Hong Kong

29 July 2025

To the Shareholders

Dear Sir or Madam,

(1) RENEWAL OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES, (2) RETIREMENT OF RETIRING DIRECTORS AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

* *for identification purpose only*

INTRODUCTION

The purpose of this circular is to provide you with: (i) details of the proposed Issue Mandate and the proposed Buy-back Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares which may be bought-back pursuant to the Buy-back Mandate; (ii) an explanatory statement regarding the Buy-back Mandate; (iii) details of the proposed re-election of retiring Directors; and (iv) give you the notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors the following general mandates:

(i) to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the proposed resolution at the AGM; and

(ii) to buy-back Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares bought-back by the Company pursuant to the Buy-back Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Buy-back Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 331,084,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Share will be issued and/or bought-back by the Company prior to the AGM, the Company would be allowed to issue a maximum of 66,216,800 Shares under the Issue Mandate and buy-back a maximum of 33,108,400 Shares under the Buy-back Mandate. The Issue Mandate (including the extended Issue Mandate) and the Buy-back Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Buy-back Mandate (as the case may be) up to the earliest of: (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Buy-back Mandate (as the case may be) by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement containing information regarding the Buy-back Mandate is set out in Appendix I to this circular.

RETIREMENT OF DIRECTORS AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 108(a) and 108(b) of the Articles, each of Mr. CHONG Wa Pan and Ms. TSUI Pui Man ("**Ms. TSUI**") will retire from office as Directors by rotation at the AGM. All of them, being eligible, offer themselves for re-election at the AGM. In accordance with Article 112 of the Articles, Mr. CHEUNG Wang Ip ("**Mr. CHEUNG**") (who was appointed by the Board to fill a casual vacancy on 9 September 2024), shall retire as Director and, being eligible, offer himself for re-election as Director at the AGM.

In regards to assessing the suitability of the re-electing Directors for re-election, the Nomination Committee has reviewed and assessed the background, expertise and experience of the re-electing Directors, having regard to the nomination policy and board diversity policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge, length of service and time devotion. The Nomination Committee is of the view that (a) the re-election of Mr. CHONG Wa Pan as an executive Director, would contribute to the diversity of the Board, in particular by virtue of his deep understanding of the businesses of the Group and managerial experiences by overseeing the Group's affairs and its development; (b) the re-election of Ms. TSUI as an independent non-executive Director, would contribute to the diversity of the Board, in particular by virtue of her educational background and professional experience in legal and advisory services; and (c) the re-election of Mr. CHEUNG as an independent non-executive Director, would contribute to the diversity of the Board, in particular by virtue of his previous experiences acquired during his directorship in other company listed on the Stock Exchange.

Ms. TSUI was appointed as an independent non-executive director of the Company in 2009 and therefore have served the Company as an independent non-executive director for more than nine years. Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders, with papers to shareholders accompanying that resolution should state why the Board or the Nomination Committee believes that the director is still independent and should be re-elected.

In regards to the independence of Ms. TSUI, she does not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies so her independent judgment would not be interfered. Ms. TSUI has provided a written confirmation based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the Nomination Committee is satisfied that Ms. TSUI meets the independence criteria set out in Rule 3.13 of the Listing Rules and is independent. In addition, the Nomination Committee had evaluated her respective performance and was of the view that, notwithstanding Ms. TSUI has served as an independent non-executive Director for more than nine years, she has provided valuable contributions to the Company and has demonstrated her abilities to provide independent, balanced and objective view to the Company's affairs. In view of the above, the Nomination Committee was of the view that the long service of Ms. TSUI would not affect her exercise of independent judgement and was satisfied that Ms. TSUI has the required character, integrity and experience to continue to fulfil the role of an independent non-executive Director, and was satisfied with the independence of Ms. TSUI despite her years of service as an independent non-executive Director having exceeded nine years.

In regards to the independence of Mr. CHEUNG, he does not hold any cross-directorship or have any significant links with other Directors through involvement in other companies or bodies so his independent judgment would not be interfered. Mr. CHEUNG has provided a written confirmation based on the independence criteria as set out in Rule 3.13 of the Listing Rules and the Nomination Committee is satisfied that Mr. CHEUNG meets the independence criteria set out in Rule 3.13 of the Listing Rules and is independent.

In view of the above, the Nomination Committee recommended Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG to the Board for re-election as Directors at the AGM. The Board, with the recommendation of the Nomination Committee, has nominated Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG for re-election as an independent non-executive Director at the AGM. The Board considers that each of the re-electing Directors has and will be able to continue to make positive contributions to the Board through their involvement in the Company's affairs and the Board's discussion and decisions.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

The Board (which has agreed with the recommendation of the Audit Committee) has recommended that, subject to the approval of the Shareholders at the AGM, Confucius International CPA Limited be re-appointed as the auditors of the Company.

AGM

A notice convening the AGM to be held on 2 September 2025 (Tuesday) at 10:00 a.m. at 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong is set out on pages 14 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, all resolutions set out in the Notice of the AGM will be decided by poll. The chairman of the AGM will demand, pursuant to Article 72(a) of the Articles, that all resolutions set out in the Notice of the AGM be decided by poll.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 28 August 2025 to 2 September 2025, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 27 August 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be on 2 September 2025.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 31 August 2025 (Sunday) at 10:00 a.m.) before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Buy-back Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the Notice of the AGM at the forthcoming AGM.

Yours faithfully,
By order of the Board
Come Sure Group (Holdings) Limited
CHONG Kam Chau
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the buy-back Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR BUY-BACKS OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their shares on the Stock Exchange subject to certain restrictions as follows:

(i) the shares proposed to be bought-back by the company are fully-paid up;

(ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and

(iii) its shareholders have given a specific approval or a general mandate to its directors to make the buy-back(s), by way of an ordinary resolution and which has been passed at a general meeting of the company duly convened and held.

2. FUNDING AND IMPACT OF BUY-BACKS

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may not buy-back Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As compared with the financial position of the Company as at 31 March 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period.

The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 331,084,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and buy-back Shares and on the basis that no further Shares are issued or bought-back between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to buy-back a maximum of 33,108,400 Shares, being 10% of the number of issued Shares (excluding treasury shares, if any).

If the Company purchases any Shares pursuant to the Buy-back Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. CONFIRMATION OF THE DIRECTORS

The Directors have confirmed that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the only Controlling Shareholder was Perfect Group Version Limited ("**Perfect Group**"), which owned 233,000,000 Shares (representing approximately 70.37% of the number of issued Shares). In the event that the Buy-back Mandate was exercised in full, the total interests of Perfect Group would be increased to approximately 78.19%. On the basis of the aforesaid increase of shareholding held by Perfect Group, the Directors are not aware of any consequences of such buy-backs of Shares that would result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Buy-back Mandate were exercised in full. Moreover, the Directors do not intend to exercise the power to buy-back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. If the exercise of the Buy-back Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Buy-back Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Buy-back Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make buy-backs of Shares.

8. SHARE BUY-BACK MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Share prices (per share)	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.20	0.20
August	0.20	0.17
September	0.20	0.19
October	0.20	0.17
November	0.20	0.19
December	0.20	0.20
2025		
January	0.20	0.20
February	0.20	0.20
March	0.20	0.17
April	0.19	0.14
May	0.17	0.16
June	0.17	0.16
July (till the Latest Practicable Date)	0.17	0.16

10. GENERAL

Neither the explanatory statement in this appendix nor the proposed Buy-back Mandate has any unusual features.

Set out below are details of the proposed Directors to be retired and proposed to be re-elected at the AGM.

Mr. CHONG Wa Pan

Mr. CHONG Wa Pan (莊華彬先生), aged 53, is the eldest son of Mr. CHONG Kam Chau, the elder brother of Mr. CHONG Wa Ching (an executive Director) and Mr. CHONG Wa Lam (a senior management of the Company). Mr. CHONG Wa Pan is the Chief Executive Officer and President of the Company. He joined the Group in December 1991 and is responsible for the Group's overall management. Mr. CHONG Wa Pan is a director of Central Dragon Limited, Central Master Limited, Cheer Power (China) Limited, Come Sure Development Limited, Come Sure Group Limited – MCO, Come Sure Holdings Limited, Luck Sea Investment Limited, Mass Linker Limited, Smart Profit Capital Investment Limited, Come Sure Packaging Products (Shenzhen) Company Limited and Wah Ming Paper Industrial (Shenzhen) Company Limited (all of which are subsidiaries of the Company). Mr. CHONG Wa Pan obtained a post-graduate certificate in June 2002 and a professional certificate in March 2006 both in Enterprise Management from Shanxi University of Finance and Economics in the PRC (山西財經大學). Mr. CHONG Wa Pan was a member of the 10th, 11th and 12th term of the Political Consultative Conference of Jiangxi Province (江西省政協第十、十一及十二屆委員), and is the Vice-President of the Jiangxi Association of Overseas Liaison (江西省海外聯誼會副理事長), the Permanent Honorary President of the Fukien Athletic Club (香港福建體育會永遠名譽會長), the Vice President of Dongguan Environmental Packaging Industry Association (東莞市環保包裝行業協會副會長), the Permanent Honorary President of Guangdong Province of Jin Jiang Chamber of Commerce (廣東省晉江商會永遠榮譽會長), and the Permanent Honorary President of the Eastern District Industries & Commerce Association (香港東區工商業聯會永遠名譽會長).

As at the Latest Practicable Date, Mr. CHONG Wa Pan is deemed, or taken to be, interested in 233,000,000 Shares (representing approximately 70.37% of the issued share capital of the Company), all of which are held by Perfect Group. The entire issued shares of Perfect Group are held by Jade City Assets Limited, which is in turn held by HSBC International Trustee Limited acting as the trustee of the CHONG Family Trust. As he is one of the beneficiaries of the CHONG Family Trust, he is deemed, or taken to be, interested in all the interest in the Shares which are beneficially owned by Perfect Group for the purposes of the SFO.

Mr. CHONG Wa Pan has entered into a director's service agreement with the Company for a term of period commencing on 26 February 2025, which may be terminated by either party giving to the other party not less than three month's prior written notice, and is entitled to receive a basic salary at the annual rate of HK$2,160,000 for the period from 26 February 2025 up to 31 March 2025 and at the annual rate of HK$2,700,000 from 1 April 2025 up to 31 March 2026 or termination date and housing allowance which amounts to HK$540,000 per year which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. CHONG Wa Pan is also entitled to a discretionary year end bonus subject to the determination of the Board.

Ms. TSUI Pui Man

Ms. TSUI Pui Man (徐珮文女士) ("**Ms. TSUI**"), aged 68, was appointed as an independent non-executive Director on 5 February 2009. She is a practising lawyer in Hong Kong. Ms. TSUI holds a Bachelor's degree in Arts and a Bachelor's degree in Law from the University of Hong Kong. Ms. TSUI is a qualified solicitor in Hong Kong (admitted in 1988), England and Wales, Australia and Singapore. She is also a Notary Public and a China-Appointed Attesting Officer. Ms. TSUI was a member of Disciplinary Panel of Hong Kong Certified Public Accountants.

Ms. TSUI has entered into a director's service agreement with the Company for a term of period commencing on 26 February 2025, which may be terminated by either party giving to the other party not less than one month's prior written notice and is entitled to receive a basic fee at the annual rate of HK$132,000 from 26 February 2025 up to 31 March 2025 and at the annual rate of HK$150,000 from 1 April 2025 up to 31 March 2026 or termination date which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities with the Group.

Mr. CHEUNG Wang Ip

Mr. CHEUNG Wang Ip (張宏業先生) ("**Mr. CHEUNG**"), aged 64, was appointed as an independent non-executive Director on 8 July 2024. He is a Chartered General Practice Surveyor by profession and has over 30 years of professional work experience in the property industry and related fields, including valuation and feasibility study. Mr. CHEUNG is a Registered Valuer of the Royal Institute of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors (General Practice) as well as a member of Associacao da Avaliacao da Propriedade de Macau (澳門房地產評估業協會). He is a member of the China Real Estate Chamber of Commerce Hong Kong Chapter and a member of China Real Estate Appraiser in the PRC. In addition, Mr. CHEUNG served as a member of the Shanxi Provincial Committee of the Chinese People's Political Consultative Conference. Mr. CHEUNG was an independent non-executive director of Kin Yat Holdings Limited (stock code: 638), the shares of which were delisted from the Main Board of the Stock Exchange on 23 August 2024. He was the deputy managing director of Vigers Appraisal and Consulting Limited with his resignation took place in August 2024.

Mr. CHEUNG has entered into a director's service agreement with the Company for a term of period commencing on 1 April 2025, which may be terminated by either party giving to the other party not less than one month's prior written notice, and is entitled to receive a basic fee at the annual rate of HK$150,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG do not hold any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG do not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG do not have any relationship with other Directors, senior management, Substantial Shareholders or Controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. CHONG Wa Pan, Ms. TSUI and Mr. CHEUNG that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

COME SURE GROUP (HOLDINGS) LIMITED

錦勝集團（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00794)

NOTICE IS HEREBY GIVEN that an annual general meeting of Come Sure Group (Holdings) Limited (the "**Company**") will be held on 2 September 2025 (Tuesday) at 10:00 a.m. at 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong (and at any adjournment thereof) (the "**Meeting**") for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2025.

2. To re-appoint Confucius International CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

3. (a) To re-elect Mr. CHONG Wa Pan as an executive director of the Company.

   (b) To re-elect Ms. TSUI Pui Man as an independent non-executive director of the Company.

   (c) To re-elect Mr. CHEUNG Wang Ip as an independent non-executive director of the Company.

   (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

* *for identification purpose only*

4. "**THAT**:

(A) subject to paragraphs (C) and (D) of this resolution below, and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale and transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), the making or granting of which would or might require the exercise of such powers by the Directors (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

(C) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company before the date of the passing of this resolution or any securities which are issued before the date of the passing of this resolution and convertible into shares of the Company, shall not exceed 20% of the number of issued Shares (excluding treasury shares, if any) at the time of passing this resolution, and the said approval shall be limited accordingly;

(D) the Company may not issue securities convertible into shares for cash consideration unless the initial conversion price is not lower than the benchmarked price (as defined below) of the shares at the time of the placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new shares of the Company; or (ii) any securities convertible into new shares of the Company, for cash consideration;

(E) for the purposes of this resolution:

"**benchmarked price**" means the higher of (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate to be approved under this resolution; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate to be approved under this resolution; and (iii) the date on which the placing or subscription price is fixed.

"**Relevant Period**" means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Company's articles of association to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

5. "**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amend from time to time, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;

(C) the aggregate number of shares of the Company which is authorised to be bought-back by the Directors pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the number of issued shares (excluding treasury shares, if any) of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"**Relevant Period**" means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Hong Kong or the laws of the Cayman Islands or the Company's articles of association to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon the passing of resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution No. 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the number of issued Shares bought-back by the Company under the authority granted pursuant to resolution No. 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing this resolution."

By order of the Board
Come Sure Group (Holdings) Limited
CHONG Kam Chau
Chairman

Hong Kong, 29 July 2025

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Meeting.

4. To be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 31 August 2025 (Sunday) at 10:00 a.m.) before the time appointed for holding the Meeting or any adjournment thereof.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

6. Where there are joint registered holders of any shares, any one of such joint registered holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the Ordinary Resolution No. 5 as set out in this notice is enclosed in Appendix I to the Company's circular dated 29 July 2025 (the "Circular").

9. For the purposes of determining shareholders' eligibility to attend and vote at the Meeting, the transfer books and register of members of the Company will be closed. Details of such closures are as follows:

Latest time to lodge transfer documents for registration	4:30 p.m. on 27 August 2025 (Wednesday)
Closure of register of members	28 August 2025 (Thursday) to 2 September 2025 (Tuesday), both days inclusive
Record date	2 September 2025 (Tuesday)

During such closure periods, no share transfers will be effected. To be eligible to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than the aforesaid latest time to lodge transfer documents for registration. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be on 2 September 2025.

10. With regard to resolution no. 3 above, Mr. CHONG Wa Pan is proposed to be re-elected as an executive Director and Ms. TSUI Pui Man and Mr. CHEUNG Wang Ip are proposed to be re-elected as an independent non-executive Director at the Meeting. The biographical details and interests in the securities of the Company (if any) of Mr. CHONG Wa Pan, Ms. TSUI Pui Man and Mr. CHEUNG Wang Ip are set out in Appendix II to the Circular.

11. A form of proxy for use at the Meeting is enclosed.

12. As at the date of this notice, the Board comprises three executive Directors, namely Mr. CHONG Kam Chau, Mr. CHONG Wa Pan and Mr. CHONG Wa Ching; and three independent non-executive Directors, namely Ms. TSUI Pui Man, Mr. LAW Tze Lun and Mr. CHEUNG Wang Ip.

13. If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 7:00 a.m. on the date of the Meeting, the Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.